

January 12, 2018

The Honorable Jocelyn G. Boyd
Chief Clerk/Administrator
Public Service Commission of South Carolina
101 Executive Center Drive
Columbia, SC 29210

Re: PSCSC Docket No. 2017-332-E
Southern Current LLC; Cypress Creek Renewables, LLC; and Birdseye
Renewable Energy, LLC, Complainants/Petitioners v. Duke Energy
Carolinas, LLC and Duke Energy Progress, LLC, Defendants/Respondents

Dear Ms. Boyd:

Please find attached for electronic filing the INTERSTATE RENEWABLE ENERGY COUNCIL, INC.'S REPLY IN SUPPORT OF PETITION TO INTERVENE on behalf of the Interstate Renewable Energy Council, Inc. in the above-referenced matter.

Please contact me if you have any questions concerning this matter.

Sincerely,

/s/ Robert Guild

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Columbia, SC 29201
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Counsel for the Interstate Renewable Energy
Council, Inc.

STATE OF SOUTH CAROLINA

(Caption of Case)

In Re:

Southern Current LLC; Cypress Creek Renewables,
 LLC; and Birdseye Renewable Energy, LLC,
 Complainants/Petitioners,
 v.
 Duke Energy Carolinas, LLC and Duke Energy
 Progress, LLC,
 Defendants/Respondents.

BEFORE THE
 PUBLIC SERVICE COMMISSION
 OF SOUTH CAROLINA

COVER SHEET

DOCKET
 NUMBER: 2017 - 332 - E

(Please type or print)

Submitted by: Robert GuildSC Bar Number: 2358Address: 314 Pall MallTelephone: 803-252-1419Columbia, SC 29201Fax: N/AOther: 803-917-5738Email: bguild@mindspring.com

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DOCKETING INFORMATION (Check all that apply)

☐ Emergency Relief demanded in petition☐ Request for item to be placed on Commission's Agenda expeditiously☒ Other: Routine

INDUSTRY (Check one)	NATURE OF ACTION (Check all that apply)			
<input checked="" type="checkbox"/> Electric	<input type="checkbox"/> Affidavit	<input type="checkbox"/> Letter	<input type="checkbox"/> Request	
<input type="checkbox"/> Electric/Gas	<input type="checkbox"/> Agreement	<input type="checkbox"/> Memorandum	<input type="checkbox"/> Request for Certification	
<input type="checkbox"/> Electric/Telecommunications	<input checked="" type="checkbox"/> Answer	<input type="checkbox"/> Motion	<input type="checkbox"/> Request for Investigation	
<input type="checkbox"/> Electric/Water	<input type="checkbox"/> Appellate Review	<input type="checkbox"/> Objection	<input type="checkbox"/> Resale Agreement	
<input type="checkbox"/> Electric/Water/Telecom.	<input type="checkbox"/> Application	<input type="checkbox"/> Petition	<input type="checkbox"/> Resale Amendment	
<input type="checkbox"/> Electric/Water/Sewer	<input type="checkbox"/> Brief	<input type="checkbox"/> Petition for Reconsideration	<input type="checkbox"/> Reservation Letter	
<input type="checkbox"/> Gas	<input type="checkbox"/> Certificate	<input type="checkbox"/> Petition for Rulemaking	<input type="checkbox"/> Response	
<input type="checkbox"/> Railroad	<input type="checkbox"/> Comments	<input type="checkbox"/> Petition for Rule to Show Cause	<input type="checkbox"/> Response to Discovery	
<input type="checkbox"/> Sewer	<input type="checkbox"/> Complaint	<input type="checkbox"/> Petition to Intervene	<input type="checkbox"/> Return to Petition	
<input type="checkbox"/> Telecommunications	<input type="checkbox"/> Consent Order	<input type="checkbox"/> Petition to Intervene Out of Time	<input type="checkbox"/> Stipulation	
<input type="checkbox"/> Transportation	<input type="checkbox"/> Discovery	<input type="checkbox"/> Prefiled Testimony	<input type="checkbox"/> Subpoena	
<input type="checkbox"/> Water	<input type="checkbox"/> Exhibit	<input type="checkbox"/> Promotion	<input type="checkbox"/> Tariff	
<input type="checkbox"/> Water/Sewer	<input type="checkbox"/> Expedited Consideration	<input type="checkbox"/> Proposed Order	<input type="checkbox"/> Other: _____	
<input type="checkbox"/> Administrative Matter	<input type="checkbox"/> Interconnection Agreement	<input type="checkbox"/> Protest		
<input type="checkbox"/> Other: _____	<input type="checkbox"/> Interconnection Amendment	<input type="checkbox"/> Publisher's Affidavit		
	<input type="checkbox"/> Late-Filed Exhibit	<input type="checkbox"/> Report		

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BEFORE THE PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA

DOCKET NO. 2017-332-E

In Re:)	
)	
Southern Current LLC; Cypress Creek)	
Renewables, LLC; and Birdseye Renewable)	INTERSTATE RENEWABLE
Energy, LLC,)	ENERGY COUNCIL, INC.'S REPLY
Complainants/Petitioners,)	IN SUPPORT OF PETITION TO
)	INTERVENE
v.)	
)	
Duke Energy Carolinas, LLC and Duke)	
Energy Progress, LLC,)	
Defendants/Respondents.)	

Pursuant to Rule 103-829 of the South Carolina Public Service Commission's ("Commission") Rules and Regulations ("Rules") and the Hearing Officer's January 4, 2018 email response to the Request for Guidance from Richard Whitt, the Interstate Renewable Energy Council, Inc. ("IREC") respectfully files this reply to Duke Energy Carolinas, LLC's and Duke Energy Progress, LLC's (collectively, "Duke") Objection to IREC's Petition to Intervene ("Objection"). For the reasons explained below, the Commission should reject Duke's argument that intervention is not proper and grant IREC's intervention petition.

I. Background

On October 27, 2017 Southern Current, LLC; Cypress Creek Renewables, LLC; and Birdseye Renewable Energy, LLC (collectively, "Complainants/Petitioners") petitioned the Commission for relief related to Duke's unilateral adoption of new interconnection study guidelines ("New Study Guidelines"). As alleged in the Petition,

Duke announced the implementation of these New Study Guidelines with little notice in mid-September and proposed to implement them on October 1, 2017. *See*

Complainants/Petitioners' Petition at 1-2. As proposed, the New Study Guidelines have the potential to substantially alter the interconnection process that was recently approved by the Commission in Docket No. 2015-362-E and the rights of applicants under the Commission's adopted procedures. IREC contends that the adoption of these New Study Guidelines effectively circumvents the rules adopted by the Commission in the previous docket, and that they require thorough review and consideration by the Commission prior to implementation. Indeed, the Petition requests that the Commission establish a docket to receive stakeholder input and evidence regarding the New Study Guidelines, highlighting the widespread impact of Duke's unilateral adoption of new interconnection requirements.¹

IREC, a national 501(c)3 non-profit organization devoted to expanding consumer access to clean distributed energy, was heavily involved in developing the Commission's recently adopted interconnection procedures in Docket No. 2015-362-E and has a strong interest in their implementation. Because this proceeding involves Duke's implementation of and changes to these procedures—affecting all customers—IREC now seeks to intervene and provide the Commission with its unique, nationally-informed expertise on this issue.

II. IREC Has Submitted the Information Required by the Commission's Rules.

The Commission's Rules clearly state the requirements that must be met by an intervenor. A Petition to Intervene must include "(a) The facts from which the nature of the petitioner's alleged right or interest can be determined; (b) The grounds of the proposed

¹ The Commission has determined it will treat the Complainants/Petitioners' Petition as a Complaint and has set a deadline of January 16th for the filing of a formal (amended) Complaint. The Commission has not yet ruled on the requested relief.

intervention; [and] (c) The position of the petitioner in the proceeding.” Rule 103-825.A(3). IREC’s petition included this information. *See* Petition at 1-2.

As noted, IREC was an active participant in the recent update of South Carolina’s interconnection procedures (Docket No. 2015-362-E), helping to develop the procedures that Duke now effectively undermines with its New Study Guidelines. While this proceeding is being treated as a complaint, the practical effect of Duke’s action is to circumvent the interconnection procedures adopted in the earlier proceeding and likely significantly restrict the ability of distributed energy resources to interconnect in Duke’s service territory. IREC seeks to intervene in this proceeding to ensure that the interest of South Carolina’s consumers in advancing clean energy resources is represented. The New Study Guidelines proposed by Duke would affect not just the Complainants/Petitioners, but also all other interconnection applicants and ratepayers who care about increasing the amount of renewable energy in South Carolina.

IREC works nationally to expand and simplify customer access to reliable and affordable clean energy. IREC’s bylaws specifically authorize it to “represent the interests of residential and small-commercial customers before governmental agencies and other bodies to advance fair practices that ensure the safe and efficient integration and adoption of renewable energy, energy storage, and energy efficiency resources for the benefit of these customers.” IREC Bylaws art. II, § C (included here as Attachment A). As noted above, the Commission determined that IREC’s participation in the update of the interconnection procedures was proper. Duke’s note that this intervention was unopposed is irrelevant, the Commission is obligated to apply its standards for intervention regardless of whether a petition to intervene is opposed or unopposed. *See* Objection at 5. In addition, it

is not clear why Duke did not oppose IREC's intervention in that docket, but objects here when they are proposing meaningful changes to the same interconnection process at issue in that docket.

Lastly, IREC's position in this proceeding will be to provide its national expertise on interconnection procedures and to provide reputable, independent information and evidence to the Commission as it determines if the newly proposed study guidelines are appropriate and necessary for application in South Carolina.

III. The Cases Cited by Duke Concern Intervention Under the South Carolina Rules of Civil Procedure, Not the Commission's Intervention Rules.

Not a single case cited by Duke as prohibiting IREC's intervention concerns intervention before the Commission. The principal case Duke relies on, *Ex Parte Gov't Employee's Ins. Co.*, 373 S.C. 132, 644 S.E.2d 699 (2007), discusses intervention in family court pursuant to Rule 24 of the South Carolina Rules of Civil Procedure ("SCRCP"). Duke's own quote from this case undermines its application to Commission procedures: "a party must have standing to intervene in an action *pursuant to Rule 24, SCRCP*." *Id.* at 138, 644 S.E.2d at 802 (emphasis added); Objection at 2. Nor do any of Duke's other cited cases concern intervention before the Commission pursuant to Rule 103-825.²

² *Lujan v. Defenders of Wildlife*, 504 U.S. 555, 561 (1992) (general case on standing); *Carnival Corp. v. Historic Ansonborough Neighborhood Ass'n*, 407 S.C. 67, 76, 753 S.E.2d 846, 851 (2014) (citizens groups lacked standing to sue cruise ship operator for nuisance and zoning claims); *Sea Pines Ass'n for the Prot. of Wildlife v. South Carolina Dep't of Natural Res. & Cmty. Servs. Assocs., Inc.*, 345 S.C. 594, 601, 550 S.E.2d 287, 291 (2001) (community association lacked standing to sue the state over its extermination plan for white-tailed deer); *Duke Power Co. v. S.C. Public Service Com'n*, 284 S.C. 81, 98, 326 S.E.2d 395, 405 (1985) ("In order to have standing to present a case before the *courts* of this State, a party must have a personal stake in the subject matter of the lawsuit.") (emphasis added).

Although, as explained below, IREC meets the standard for intervention under Rule 24, SCRCF, Duke cites no authority for its suggestion that this rule actually applies to intervention before the Commission. Indeed, nothing in the Commission's Rules suggests that Rule 24, SCRCF, applies to intervention in a proceeding before the Commission. Tellingly, the Commission's Rules *do* reference the SCRCF in certain circumstances, including the Rules on computation of time, subpoenas, and other discovery procedures. *See* Rules 103-831, 103-832, 103-835. But reference to the SCRCF is notably lacking from Rule 103-825. Rather, the Commission has its own requirements for persons seeking to intervene at the Commission and those are spelled out in Rule 103-825, as described above. Had the Commission wanted to incorporate Rule 24, SCRCF, it could have; but it did not.

Duke also cites a Commission Order denying a petition to intervene, but it is readily distinguishable. Objection at 3 (citing Commission Order No. 2013-911 issued Dec. 18, 2013 in Docket No. 2013-392-E). In Docket No. 2013-392-E, Invenergy Thermal Development, LLC ("Invenergy") petitioned to intervene in a proceeding concerning Duke Energy Carolinas, LLC and North Carolina Electric Membership Corporation's application to construct a combined generating plant. Doc. Id. 247816, filed December 3, 2013 in Docket No. 2013-392-E. Invenergy had previously participated in a request for proposals from Duke Energy Carolinas, LLC, but its proposed project was not selected. *Id.* Instead, the applicants filed the application, and Invenergy sought to intervene in the proceeding to approve its competitors' application. *Id.*

IREC's position in this proceeding is entirely different. IREC is not an unsuccessful project proponent aggrieved by a competitor's development of the project, but instead is a not-for-profit organization authorized by its bylaws to represent the interests of utility

customers. Notably, in the same proceeding, the South Carolina Coastal Conservation League and the Southern Alliance for Clean Energy successfully intervened to represent the interests of ratepayers who wished to promote responsible energy choices and protect the environment. *See* Docket No. 2013-392-E. IREC, like these organizations, seeks to represent broad customer interests—it is not attempting to challenge a specific project in which it has no interest, as Invenergy did. The matter cited by Duke is thus inapposite, and IREC’s intervention here is appropriate.

IV. IREC’s Intervention Would Also Be Proper Pursuant to Rule 24.

Even if Rule 24, SCRCP applied to intervention in Commission proceedings, IREC’s intervention under this standard is proper. South Carolina Courts interpret Rule 24, SCRCP, broadly and have stated that “[i]ntervention should be liberally granted.” *Ken’s Cabana, LLC v. Flemington Props., LLC (Ex parte Horry Cty. State Bank)*, 361 S.C. 503, 507, 604 S.E.2d 723, 725 (Ct. App. 2004); *see also Ex parte Gov’t Employee’s Ins. Co.*, 373 S.C. at 135, 644 S.E.2d at 701 (“The decision to grant or deny a motion to [...] intervene in an action pursuant to Rule 24, SCRCP, lies within the sound discretion of the trial court.”); *Berkeley Elec. Coop., Inc. v. Mt. Pleasant*, 302 S.C. 186, 189, 394 S.E.2d 712, 714 (1990) (“[I]ntervention controversies arise in a myriad of contexts. We interpret the rules to permit liberal intervention.”). A party wishing to intervene should:

- (1) establish timely application; (2) assert an interest relating to the property or transaction which is the subject of the action; (3) demonstrate that it is in a position such that without intervention, disposition of the action may impair or impede its ability to protect that interest; and (4) demonstrate that its interest is inadequately represented by other parties.

Berkeley Elec. Coop., 302 S.C. at 189, 394 S.E.2d at 714.

Here, there are no deadlines for a petition to intervene set out in the Commission's Rules. However, IREC filed its petition to intervene before the Complainants/Petitioners filed their amended complaint, so the petition is timely. Second, Duke's New Study Guidelines undermine the Commission's order in the previous interconnection proceeding and harm the utility customers on whose behalf IREC advocates.

In *Berkeley Electric Coop.*, where the resolution of the issues in the case would have called into question the validity of other conflicting contracts not at issue, the court allowed a utility who was a party to those other contracts to intervene. *Id.* at 190, 394 S.E.2d at 715. The situation is similar here where the resolution of Duke's study guidelines could call into question the application of the interconnection procedures and will have broad impacts on all ratepayers and interconnection customers in South Carolina. While the Complainants/Petitioners will defend the rights of their own shareholders, the issues at hand are broader and would benefit from the input from a wider range of stakeholders. Further, the Complainants/Petitioners support IREC's intervention, and as they note in their comments in support, IREC's extensive national experience with interconnection proceedings brings different knowledge than that possessed by the Complainants/Petitioners. Support for the Interstate Renewable Energy Council, Inc.'s Petition to Intervene at 1.

To meet the third requirement, "a party need not prove that it would be bound in a res judicata sense by the judgment, only that it would have difficulty adequately protecting its interests if not allowed to intervene." *Berkeley Elec. Coop.*, 302 S.C. at 190, 394 S.E.2d at 715. If this proceeding is to decide the merits of the unilateral adoption of the New Study Guidelines (as is, or as modified), there would be no way for IREC to adequately protect its

interest in fair practices that ensure the safe and efficient integration and adoption of renewable energy for the benefit of South Carolina customers. IREC would prefer that these New Study Guidelines be considered in a rulemaking docket, but as is, this complaint proceeding appears to be the venue in which the Commission will consider the merits of Duke's action.

Fourth and finally, the “burden [of demonstrating inadequacy of representation] is minimal and the [intervenor] need only show that the representation of his interests ‘may be’ inadequate.” *Id.* at 191, 394 S.E.2d at 715. One of the considerations in determining whether existing representation is adequate is “whether the intervenor offers different knowledge, experience, or perspective on the proceedings that would otherwise be absent.” *Id.* The Complainants/Petitioners in this proceeding are solar companies, while IREC is a not-for-profit organization. The solar companies are private, for-profit corporations that have an obligation to their shareholders to advocate for their bottom lines. IREC, by contrast, is in a position to advocate for ratepayers who will be directly affected by the implementation of Duke's proposed study guidelines. The solar companies do not adequately represent IREC's broader interest, and IREC will offer its significant experience and perspective on interconnection procedures to help the Commission evaluate whether Duke's study guidelines should remain in place.

V. IREC Has Standing to Intervene.

IREC also has standing to intervene in this proceeding. *See Ex Parte Gov't Employee's Ins. Co.*, 373 S.C. at 138, 644 S.E.2d at 802 (“a party must have standing to intervene in an action pursuant to Rule 24, SCRPC”). To establish standing, the party must show that it has “a personal stake in the subject matter of a lawsuit and is a real party in interest [...] who has a real, actual, material or substantial interest in the subject matter of

the action, as distinguished from one who has only a nominal, formal, or technical interest in, or connection with, the action.” *Id.* (internal citations omitted). Here, IREC’s personal stake is in seeing the interconnection procedures fairly implemented in the interest of the utility customers on whose behalf it advocates. Duke’s New Study Guidelines circumvent the interconnection procedures because these Guidelines would act as new “screens” for projects, making it significantly more challenging for distributed projects to connect to the grid. IREC is a real party in interest based on its substantial participation in the prior interconnection procedures proceeding on behalf of the customers it is intended to represent. A favorable Commission decision would prevent Duke from circumventing the process laid out in the interconnection proceeding in Docket No. 2015-362-E.

Not-for-profits have been allowed to intervene in countless Commission proceedings, including in complaints. *See* Commission Order No. 2017-470 issued July 26, 2017 in Docket No. 2017-207-E (allowing intervention in a complaint by the South Carolina Coastal Conservation League); *see also* Docket Nos. 2017-245-E; 2017-35-E; 2017-10-E; 2017-8-E; 2017-3-E; 2015-362-E; 2015-53-E; 2013-392-E; 2011-9-E (allowing intervention by various not-for-profits in other Commission proceedings). Duke attempts to distinguish these not-for-profits from IREC by pointing out that IREC has not identified any members. IREC is not a membership organization, instead, it is governed by its bylaws which specifically allow advocacy on behalf of utility customers before agencies like the Commission. IREC Bylaws art. I, § A and art. II, § C.

Furthermore, IREC is intervening to defend the integrity of the Commission’s duly adopted interconnection procedures. IREC and other non-profit parties invested substantial resources in that proceeding to develop fair and well-considered interconnection

procedures. To prevent IREC from intervening in this docket would be unjust and would set a dangerous precedent that allows Duke to effectively circumvent the Commission's rulemaking process. Duke did not oppose IREC's intervention in that docket, and the same policies are at issue here.

For the reasons described above and in the petition, IREC's intervention petition should be granted.

DATED: January 12, 2018

Respectfully submitted,

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By: /s/ Sky C. Stanfield

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DATED: January 12, 2018

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ENERGY COUNCIL, INC.

Attachment A

**INTERSTATE RENEWABLE ENERGY COUNCIL, INC.
(IREC)**

—BYLAWS—

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

Section A. Name/Nonprofit Incorporation

The name of the corporation shall be the Interstate Renewable Energy Council, Inc., hereinafter referred to as IREC, the Council, or the corporation. IREC shall be incorporated as a nonprofit, tax-exempt corporation organized under the laws of the State of Florida for the purposes set forth herein, and in the Articles of Incorporation. The corporation shall have no members.

Section B. Registered Office, Agent/Principal Office

IREC shall have, and continuously maintain, a registered office in the State of Florida. IREC shall appoint, and continuously maintain in service, a registered agent in the State of Florida, who shall be an individual resident in the State of Florida, or a corporation, whether for profit or nonprofit, and having an office identical with the registered office. The principal office of IREC shall be in a suitable place designated by the Board of Directors.

**ARTICLE II
PURPOSES AND LIMITATIONS**

Section A. Mission Statement

IREC increases access to sustainable energy and energy efficiency through independent fact-based policy leadership, quality workforce development and consumer empowerment.

Section B. General Purposes

IREC has been founded as a nonprofit, tax-exempt, organization dedicated to educational and scientific purposes, within the meaning of the Florida Not For Profit Corporation Act, Florida Annotated Statutes, Title 36 Chapter 617, Section 501(c)(3) of the U.S. Internal Revenue Code and applicable regulations and successor laws. The primary purposes of the Council, subject to the limitations set forth in these Bylaws and in the Articles of Incorporation, are to support, improve, and accelerate adoption of renewable energy, energy storage, energy efficiency, and other sustainable energy resources. IREC achieves these purposes through involvement in applicable state, local, and federal forums and by providing fact-based education, research, outreach, credentialing, and training.

Section C. Specific Purposes

Consistent with the Articles of Incorporation and these Bylaws, IREC shall be operated:

1. To support, improve and accelerate the sustainable use of renewable energy and energy efficiency resources that benefit the public, utility customers, and the environment, through federal, state and local government programs and community activities.
2. To provide a national forum in which public agencies and private organizations involved with renewable energy, energy efficiency, and clean energy technologies may gather, disseminate, and exchange educational and technical information.
3. To develop and provide educational and outreach programs that promote stakeholder coordination, offer technical assistance, promote quality assurance for workforce development, facilitate the adoption and implementation of uniform guidelines and standards, provide consumer protection, disseminate information resources, and build stakeholder networks.
4. To represent the interests of residential and small-commercial customers before governmental agencies and other bodies to advance fair practices that ensure the safe and efficient integration and adoption of renewable energy, energy storage, and energy efficiency resources for the benefit of these customers.
5. To assess the quality of training activities providing workforce knowledge and skills on renewable energy and energy efficiency, by evaluating the content, quality, and resources of such training programs and instruction.
6. To develop, implement and support the development of best practices, codes, and standards concerning renewable energy, energy efficiency, and clean energy technologies and resources to protect consumers.
7. To carry out other lawful activities in furtherance of, or related to, the corporate purposes.

Section D. Limitations

The purposes and limitations of IREC shall be restricted as follows:

1. Unless authorized by applicable law, no part of the net earnings of IREC shall inure to the benefit of, or be distributed to, the Board of Directors or Officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of, and consistent with, the purposes set forth in these Bylaws and applicable corporate policies. Such compensation and payments shall be reviewed and approved by the President/Chief Executive Officer (CEO), or an appropriate committee of disinterested Directors, consistent with legal requirements.

2. IREC shall not engage in any activities relating to election campaigns for candidates seeking political office, nor shall any Officer, Director, agent, representative, or employee engage in such activities on behalf of IREC.

The Board of Directors shall have the authority, responsibility, and accountability to develop, establish, and enforce policies and procedures necessary to implement the goals and requirements of this Article.

ARTICLE III BOARD OF DIRECTORS

Section A. Duties and Functions of the Board

IREC shall be governed by the Board of Directors, which shall carry out the purposes and objectives of the corporation. The Board shall manage, control, and supervise the business, activities, property, and other corporate affairs. The Board shall: uphold and execute the purposes of the corporation; appoint and remunerate agents and employees; disburse corporate funds; purchase, lease, sell, transfer, and otherwise convey property; and establish and adopt such policies, rules, and regulations for the conduct of its business or any other lawful activities deemed necessary to further the purposes of IREC, in accordance with the Articles of Incorporation and these Bylaws, in their present or amended form, and with any applicable law. The Board of Directors shall have the authority and control over all corporate programs, matters related to IREC, and other authorized, lawful activities, consistent with these Bylaws.

Section B. Conduct/Limitations of the Board

The Board of Directors shall be granted the authority to establish policies and procedures specifying Board limitations and conduct, including, but not limited to, the following:

1. Compensation for Services. Unless authorized by applicable law, Board Directors, including Officers, shall not receive any compensation or other tangible or financial benefit for service on the Board of Directors. However, the Board of Directors may authorize payment by the corporation of actual, reasonable expenses incurred by Directors regarding attendance at Board meetings and other approved activities.
2. Compensation from IREC Activities. Unless authorized by applicable law, Board Directors, including Officers, shall not receive any compensation, or other tangible or financial benefit from any element or activity of, or related to, IREC, except as reimbursement for actual, reasonable expenses directly associated with such corporate element or activity, when authorized by the Board of Directors.
3. Director Obligations and Loyalty. Board Directors, including Officers, shall act in a manner consistent with their obligations to IREC and applicable law, independent of any other affiliations, membership, or positions.

Section C. Composition of the Board

The Board of Directors shall be composed of no less than nine (9), and no more than fifteen (15), voting Directors, including the Officers and the Immediate Past Chair of the Board (Directors). At each Annual Meeting, the Board may adopt a resolution to set or adjust the number of Directors for that year.

Section D. Qualifications of Directors

All Board Directors shall possess appropriate experience, education, and/or training related to the field of renewable energy, energy efficiency, or other fields relevant to IREC activities and operations, and shall be otherwise qualified according to these Bylaws and applicable corporate policies. The Board of Directors may, in its discretion, determine additional or alternate qualifications for Directors consistent with these Bylaws.

Section E. Ex-Officio Members of the Board/Non-Voting Directors

The President/CEO shall serve as an *ex-officio*, non-voting member of the Board of Directors. The Board may appoint other *ex-officio*, non-voting Directors as deemed necessary, consistent with Board policy.

Section F. Terms of Office

All voting Board Directors shall be elected to serve a term of three (3) years. During the first three (3) years of the Board's operation under these Bylaws, the terms of the Directors shall be staggered to ensure that approximately one-third (1/3) of the terms expire each year. Unless otherwise authorized by these Bylaws, voting Directors shall not be eligible to serve more than three (3) consecutive terms, or nine (9) consecutive years, and shall not be eligible for election or appointment as a voting Director until one (1) year following the end of such period. However, the term of a Director elected to an Officer position in the final year of his or her Board service term will be extended for one (1) year. The term of a Director shall begin at the Annual Meeting following the election of the Director, or as otherwise determined by the Board of Directors.

Section G. Nomination of Directors

The Nominating Committee shall solicit qualified candidates for open Director positions and shall prepare the slate of qualified candidates for election by the Board of Directors, consistent with these Bylaws and Board policies.

Section H. Election of Directors

Directors shall be elected by the Board of Directors. Directors shall be elected by mail ballot, or by any other method designated by the Board of Directors, consistent with policies established by the Board.

Section I. Director Vacancies

Director vacancies on the Board may occur by resignation, death, incapacity, or other circumstance. A Board Director may resign at any time by providing written notice to the Chair or Secretary of the Board. A resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance, as determined by the Executive Committee or Board of Directors. The Board may fill a Director vacancy with a qualified candidate elected by the remaining Directors. The term of a Director elected to fill a vacancy shall expire at the next Annual Meeting at which Directors are elected, or at the next Annual Meeting immediately following a Director election. Directors elected to fill a vacancy shall be eligible to serve three (3), additional, full consecutive terms.

Section J. Removal of Directors

Any Board Director may be removed, for cause, by a two-thirds (2/3) affirmative vote of the Board of Directors at any regular or special meeting of the Board at which a quorum is present, and under rules and procedures approved by the Board.

**ARTICLE IV
MEETINGS OF THE BOARD OF DIRECTORS****Section A. Annual Meeting/Regular Meetings**

The Annual Meeting of the Board of Directors shall be held at a time and place designated by the Board. The Board shall schedule other regular meetings as deemed necessary.

Section B. Special Meetings

Special meetings may be called by the Chair, the Executive Committee, or any three (3) Directors, upon the filing of a written special meeting notice with the Secretary stating the location, date, and hour of such meeting, and the business to be conducted. When a quorum is present at these special meetings, the Board may conduct any lawful business in accordance with these Bylaws.

Section C. Telecommunications Conference Meetings

The Chair may authorize a Board meeting via telecommunications conference, provided that seven (7) days notice of such meeting is given to each Board Director. Should an item of business require immediate attention and action by the Board, a telecommunications conference may be called without previous notice, so long as all Directors have been contacted and advised of such meeting and the item(s) to be reviewed or acted upon. All Directors participating in a meeting must be able to hear, and communicate effectively to, each other.

Section D. Notice and Waiver

Written notice of all regular and special meetings of the Board shall be given to all Board Directors no less than seven (7) days prior to the meeting, except as otherwise provided in these Bylaws. Any notice may be waived before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the Director entitled to the notice, and delivered to the corporation for inclusion in the minutes, or for filing with the corporate records. A Director's attendance at, or participation in, a meeting shall constitute waiver of any required notice to him or her unless the Director shall, at the beginning of the meeting, object to the holding of the meeting or transaction of business at the meeting, and does not thereafter vote for, or assent to, any action taken at the meeting.

Section E. Meeting Quorum

A majority of disinterested voting Board Directors shall constitute a quorum for any meeting of the Board and shall be capable of transacting such business as may be authorized by these Bylaws or applicable law.

Section F. Actions Without Meetings

Except as otherwise provided in these Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a Board meeting, if a unanimous consent which sets forth the specific action is: given in writing or by electronic transmission by each voting Board Director; and, filed in paper or electronic form with the minutes of the proceedings of the Board. A unanimous consent must, however, be given in writing and signed by each Director if the action subject to the consent includes an action to: approve a dissolution or merger; sell corporate assets; remove a Director or Officer; fill vacancies on the Board of Directors or any committee; amend, repeal, or adopt Bylaws; and/or, amend or repeal any resolution of the Board which, by its terms, is not so amendable or repealable.

Section G. Proxies

Voting by proxy is not permitted concerning actions of the Board of Directors.

Section H. Actions of the Board

Every decision of the Board of Directors shall be by a majority vote, unless otherwise required by law, these Bylaws or the policies of the Board. Each disinterested Director shall be entitled to one (1) vote on any matter coming before the Board.

ARTICLE V OFFICERS

Section A. Titles of Officers

The Officers of IREC shall consist of the Chair, Vice-Chair, Secretary, and Treasurer.

Section B. Qualifications and Authority of Officers

The Officers of IREC shall be elected from among the voting Directors of the Board. All Directors eligible for Officer positions must be in good standing with the Council. The Officers shall be bound by the actions of the Board of Directors, and be responsible and accountable to the Board for satisfying resolutions and directives of the Board. The Officers shall have the authority and accountability conferred and granted by these Bylaws and by the Board.

Section C. Election of Officers

The Board of Directors shall elect Officers from among the eligible, voting Directors. An Officer may only hold one (1) Officer position. Such elections shall take place at the Annual Meeting of the Board, or at a special Board meeting as soon as possible thereafter. Officers shall take office immediately following the meeting at which they are elected.

Section D. Terms of Office

Each Officer shall serve a term of two (2) years or until his or her successor is duly elected by the Board consistent with these Bylaws. The terms of the Officers may be staggered to ensure that the Chair and the Vice-Chair are not elected in the same year, and that the Secretary and the Treasurer are not elected in the same year.

Section E. Duties of the Officers

1. Chair. The Chair shall have the supervisory authority, powers, and responsibilities commonly incident to, and vested in, the corporate office of Chair of the Board of Directors, consistent with these Bylaws, including, but not limited to: the role of presiding officer and chair at all meetings of the Board of Directors; the direction of other Officers; the responsibility to satisfy the directives of the Board; the designation and appointment of IREC representatives, subject to Board approval, when authorized by these Bylaws or corporate policy; and the administration of the affairs of the corporation according to the Articles of Incorporation, these Bylaws, and the policies adopted by the Board. The Chair may delegate responsibilities to the Executive Committee, to other Officers, or to the President/CEO. The Chair shall be an *ex-officio* member of all committees of the Council.
2. Vice-Chair. The Vice-Chair shall serve as Parliamentarian at all Board meetings and shall perform such other duties as the Board of Directors or the Chair may designate. In the absence or disability of the Chair, the Vice-Chair shall serve as acting Chair, shall have all authority conferred upon the Chair, and shall perform all duties for which the Chair is responsible during the unexpired portion of the term of the Chair, or until the Chair can resume duties.
3. Secretary. The Secretary shall have and perform all supervisory duties commonly incident to, and vested in, the offices of secretary of a corporation, as well as all duties delegated and designated by the Board of Directors or the Chair, including, but not limited to: supervision of the maintenance of all corporate documents, including accounting for the accuracy of minutes of all Board and Executive Committee meetings;

distribution of all notices required by these Bylaws or by law; maintenance of a register of the post office address, telephone number(s), and email address of each Director; and, maintenance of other necessary corporate records.

4. Treasurer. The Treasurer shall have and perform all supervisory duties commonly incident to, and vested in, the office of treasurer of a corporation, as well as all duties delegated and designated by the Board of Directors or the Chair, including, but not limited to the administration of the fiscal and financial policies of the corporation, and accounting for the accuracy of the books of the corporation.

Section F. Officer Vacancies

Officer vacancies may occur by resignation, death, incapacity, or other circumstance. An Officer may resign at any time by providing written notice to the Chair or Secretary. A resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the Board of Directors. The Board shall elect an interim Officer from the current voting Directors to serve the remainder of the former Officer's term. Such interim service as an Officer shall not affect a Director's ability to serve a full, elected term as an Officer.

Section G. Removal of Officers

Any Officer may be removed from office by the Board of Directors whenever, in its judgment, the best interests of IREC will be served thereby. An Officer of the Council may be removed by a two-thirds (2/3) affirmative vote of the Directors at any regular or special meeting of the Board of Directors at which a quorum is present, and under rules or procedures approved by the Board.

ARTICLE VI COMMITTEES

Section A. Executive Committee

1. Establishment. The Board of Directors shall establish and maintain an Executive Committee.
2. Composition. The Executive Committee shall be composed of the following voting members: Chair; Vice-Chair; Secretary; Treasurer; and, one (1) voting Director, who is not an Officer, elected by the Board of Directors to serve a two (2) year term.
3. Authority, Duties, and Limitations. The Executive Committee may act for the Board of Directors between meetings of the Board or as otherwise authorized by the Board. The Executive Committee shall not, however, have the power to: approve a dissolution or merger; sell corporate assets; remove a Director or Officer; fill vacancies on the Board of Directors; amend, repeal, or adopt Bylaws; or amend or repeal any resolution of the Board which, by its terms, is not so amendable or repealable. Unless contrary to applicable law, these Bylaws, or a Board resolution, the actions of the Executive Committee shall constitute the actions of the Board of Directors between meetings of the

Board, unless subsequently rescinded, modified, or withdrawn by the Board. All proceedings and actions of the Executive Committee shall be recorded and reported to the Board of Directors at the next Board meeting.

4. Committee Meetings. The Executive Committee shall meet at the direction of the Chair or the President/CEO. Any member of the Executive Committee may make a request to the Chair that a Committee meeting be convened to conduct specific business. Notice of Executive Committee meetings shall be given to all Committee members at least seven (7) days prior to such meeting, unless the Chair determines that a shorter notice period is appropriate and necessary. Executive Committee meetings shall be conducted in person or via telecommunications conference at a date and time determined by the Chair, so long as all participants can communicate and effectively participate. Minutes shall be kept of all Executive Committee meetings and such minutes shall be promptly circulated to the Board of Directors and maintained with the Board meeting minutes.
5. Actions without Meetings. Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if a unanimous consent, setting forth the specific action(s) to be taken, is given in writing or by electronic transmission by each member of the Committee and filed with the minutes of the proceedings of the Committee.

Section B. Nominating Committee

1. Establishment. The Board of Directors shall establish a Nominating Committee to identify qualified nominees for Director positions and to provide support to the Board for the nomination and election process.
2. Composition. The Nominating Committee shall be composed of a Committee Chair and at least two (2) other qualified individuals appointed by the Board Chair and approved by the Board. Directors and other individuals shall be eligible to serve on the Committee only if not eligible for election.
2. Term of Service. Nominating Committee members shall serve for a term of one (1) year.
3. Authority and Duties. The Nominating Committee shall oversee and supervise the nominating process for Directors of the Board. Subject to Board approval, the Committee shall establish procedures and rules for the selection and presentation of qualified candidates for election. Among other duties, the Committee shall: solicit potential nominees; review and study the qualifications of candidates; and prepare a slate of qualified candidates for election of Directors to the Board.

Section C. Standards Committee

1. Establishment. The Board of Directors shall establish a Standards Committee to guide and oversee the development, revision, reaffirmation, and withdrawal of standards.
2. Composition. The Standards Committee shall be composed of a Committee Chair and at

least five (5) other qualified individuals, appointed by the Board Chair and approved by the Board. At least one (1) member of the Standards Committee shall be a current Board Director.

2. Term of Service. Standards Committee members shall serve for a term of three (3) years.
3. Authority and Duties. The Standards Committee shall oversee working groups that develop and maintain IREC standards, manage the Standards Developer accreditation process, implement policies approved by the Board, and resolve complaints and appeals related to IREC standards consistent with Board policies.

Section D. Standing Committees and Advisory Boards

The Board of Directors may authorize and supervise standing committees, special committees, and advisory boards. Standing committees, special committees, or advisory boards shall not exercise the authority of the Board. The Board Chair shall annually appoint, with the approval of the Board, the Chair and member of each standing committee, special committee, and advisory board. Each standing committee and special committee shall have at least two (2) members, and each committee member shall serve at the pleasure of the Board. At least one (1) member of each Standing Committee or Advisory Board shall be a current Board Director.

ARTICLE VII PRESIDENT/CHIEF EXECUTIVE OFFICER (CEO)

Section A. Appointment

The Board of Directors shall appoint a President and Chief Executive Officer (CEO) of IREC, who shall act as the chief executive officer of the corporation. The President/CEO shall report to the Board of Directors and shall be responsible for the supervision, control, and management of IREC in its administrative, business, financial, and other operational affairs.

Section B. Authority and Duties

The President/CEO shall have the authority and duty to implement all policies of the corporation, and the responsibility to report to the Board of Directors concerning the affairs of IREC. Among other duties, the President/CEO shall have the authority to: hire, direct, and dismiss employees and other personnel of the corporation, including consultants and contractors; legally bind the corporation, and sign on its behalf, appropriate contracts, checks, drafts, notes, mortgages, leases, and other legal documents, as specified by Board policy and resolutions; and perform such other duties as may be elsewhere specified in these Bylaws. The Board of Directors may designate other duties to the President/CEO.

ARTICLE IX INDEMNIFICATION

Section A. Indemnification

In the event that any current or former Director, Officer, employee, authorized representative, or authorized corporate agent (IREC representative), who was acting in good faith and in a manner he or she reasonably believed to be in the best interests of IREC, has been made a party, or is threatened to be made a party, to any threatened, pending or completed civil action or proceeding by reason of being an IREC representative (other than an action or proceeding by or in the right of the corporation) such representative shall be indemnified, by resolution of the Board, against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines, and amounts paid in settlement in connection with such action or proceeding.

Section B. Determination of Proper Indemnification

Unless ordered by a court, discretionary indemnification of any current or former Director, Officer, employee, authorized representative, or authorized corporate agent (IREC representative) shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the IREC representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and these Bylaws. If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected.

Section C. Indemnification Not Exclusive of Other Rights/Court Determinations

1. Extent of Indemnification. The indemnification provided under this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, the Articles of Incorporation, these Bylaws, any agreement, vote of disinterested Directors, or otherwise, both as to actions in his or her official capacity and as to actions in another capacity while holding office, and any such indemnification shall continue as to a person who has ceased to be a Director, Officer, employee, authorized representative, or authorized agent (IREC representative), and shall inure to the benefit of the heirs, executors, and administrators of such representative.
2. Effect of Court Determinations. Indemnification made pursuant to this Article shall not be made in any case where it is determined that the act, or failure to act, of the IREC representative giving rise to the claim for indemnification was either: (a) reckless or committed in bad faith or with malicious purpose or in a manner exhibiting willful disregard of human rights, safety, or property; or (b) the representative directly or indirectly derived an improper personal benefit; or (c) in the case of any criminal proceeding, the representative had reasonable cause to believe that the act or omission was unlawful.

Section D. Liability Insurance

To the extent permitted by applicable law, IREC may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, trustee, agent, or other authorized corporate representative, or is or was serving at the request of IREC as a director, officer, employee, trustee, agent or other representative of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise against any liability asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the corporation would have the power to indemnify against that liability under applicable law.

**ARTICLE X
GOVERNANCE****Section A. Autonomy**

The Board of Directors shall be autonomous with respect to: corporate activities; finances; policies; administration; conduct of meetings; election and appointment of corporate representatives; and all other lawful activities.

Section B. Authorization To Act

Except as provided in the Articles of Incorporation, these Bylaws, or applicable law, no Director, Officer, employee, representative, or agent of the corporation may act on behalf of IREC, or hold himself or herself out to the public as authorized to act on behalf of the corporation, without the prior, express, written approval of the Board of Directors.

Section C. Fiscal Year

The fiscal year of the corporation shall begin on January 1 and terminate on December 31. The Board of Directors is authorized to fix and change the fiscal year from time to time as it deems appropriate.

Section D. Parliamentary Procedures

Informal rules of order shall govern all matters of procedure, including Board of Directors meetings, unless objected to by any Board Director. In the event of such an objection, the rules contained in the most recent edition of *Roberts Rules of Order* shall be the authority for the conduct of the Board meeting, except as otherwise provided in these Bylaws, corporate policy, or Board resolution.

ARTICLE XI CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section A. Contracts

The Board of Directors may authorize any Officer or agent of IREC, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section B. Checks, Drafts, and Orders

All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of IREC, shall be signed, or electronically transmitted through on-line banking, by the Treasurer, the Chair, the President/CEO, or their designee, and handled in such a manner as shall be determined by policy or resolution of the Board of Directors.

Section C. Deposits

All corporate funds shall be deposited to the credit of IREC in such banks, trust companies, or other depositories as the Board may select.

Section D. Gifts

The Board of Directors may accept on behalf of IREC any grant, contribution, gift, or bequest for the general purposes of, or for any specific purpose, of the corporation, consistent with applicable laws and regulations.

ARTICLE XII AMENDMENTS

These Bylaws may be adopted, amended, revised, repealed or rescinded at any meeting of the Board of Directors by a two-thirds (2/3) affirmative vote of all Board Directors then holding office. Proper written notice of the proposed Bylaw change(s) must be given to each Director at least seven (7) days prior to the Board meeting. Proper written notice under this Article shall be a copy of the text of the proposed amendment, including any relevant explanatory materials, whether transmitted by mail, email, facsimile transmission, or other appropriate means. Notice by mail shall be deemed sufficient if sent to the last Post Office address furnished to the Council by the Director.

ARTICLE XIII DISSOLUTION

Upon the dissolution of IREC, in accordance with applicable State and Federal laws, and after paying or making provisions for the payment of all liabilities, the Board of Directors shall

dispose of all assets of the corporation in a manner consistent with relevant legal requirements concerning the corporation's tax-exempt and nonprofit status, and exclusively to one or more nonprofit organizations having similar aims, purposes, or objectives as IREC, and which may be selected as an appropriate recipient(s) of certain assets, so long as such organization(s) shall then qualify as an organization or organizations exempt from federal income taxation under Section 501(c)(3) of the U.S. Internal Revenue Code, or other controlling law.

ARTICLE XIV ADOPTION OF BYLAWS

IREC was founded in 1982 as the Interstate Solar Coordination Council, Inc. under the laws of the State of Florida. The name of the corporation was changed to The Interstate Renewable Energy Council, Inc. (IREC) in 1993. These Bylaws were adopted by the IREC Board of Directors pursuant to the Bylaws of IREC in effect immediately prior to the date of adoption. These Bylaws shall become effective as of November 15, 2017, and by the adoption of these Bylaws supersede and render as ineffective and void any and all previous corporate Bylaws, as determined by the Board of Directors. The Board of Directors shall have all necessary and appropriate transition powers concerning the adoption of these Bylaws.

DATE OF ADOPTION/APPROVED:
Interstate Renewable Energy Council, Inc. (IREC)

By: _____
Chair

By: _____
Vice-Chair

Attest: _____
Secretary

BEFORE THE PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA

DOCKET NO. 2017-332-E

In Re:)	
)	
Southern Current LLC; Cypress Creek)	
Renewables, LLC; and Birdseye Renewable)	CERTIFICATE OF SERVICE
Energy, LLC,)	
Complainants/Petitioners,)	
)	
v.)	
)	
Duke Energy Carolinas, LLC and Duke)	
Energy Progress, LLC,)	
Defendants/Respondents.)	

The undersigned, Amy Zehring, does hereby certify that the following persons have been served in the above captioned proceeding by electronic mail and/or U.S. First Class Mail at the addresses set forth below:

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Executed in San Francisco, CA on January 12, 2018

/s/ Amy Zehring
Amy Zehring

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